

BlackRock Inc.
Form 4
July 30, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FINK LAURENCE

(Last) (First) (Middle)
BLACKROCK, INC., 55 EAST
52ND STREET
(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BlackRock Inc. [BLK]

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Shares Of Common Stock (par Value \$0.01 Per Share)	07/28/2015		M		19,324	A	\$ 167.76
							1,266,254.28 (1)
Shares Of Common Stock (par Value \$0.01 Per Share)	07/28/2015		S		19,324	D	\$ 336.525 (2)
							1,246,930.28 (1)

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Shares Of Common Stock (par Value \$0.01 Per Share)	07/28/2015	M	44,186	A	\$ 167.76	<u>1,291,116.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/28/2015	S	44,186	D	\$ 337.188 (3)	<u>1,246,930.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/28/2015	M	800	A	\$ 167.76	<u>1,247,730.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/28/2015	S	800	D	\$ 338.88	<u>1,246,930.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/29/2015	M	19,024	A	\$ 167.76	<u>1,265,954.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/29/2015	S	19,024	D	\$ 337.092 (4)	<u>1,246,930.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per Share)	07/29/2015	M	9,000	A	\$ 167.76	<u>1,255,930.28</u> (1)	D
Shares Of Common Stock (par Value \$0.01 Per	07/29/2015	S	9,000	D	\$ 337.796 (5)	<u>1,246,930.28</u> (1)	D

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Share)							
Shares Of Common Stock (par Value	07/29/2015	M	29,425	A	\$ 167.76	<u>1,276,355.28</u> (1)	D
\$0.01 Per Share)							
Shares Of Common Stock (par Value	07/29/2015	S	29,425	D	\$ 338.944 (6)	<u>1,246,930.28</u> (1)	D
\$0.01 Per Share)							
Shares Of Common Stock (par Value	07/29/2015	M	53,837	A	\$ 167.76	<u>1,300,767.28</u> (1)	D
\$0.01 Per Share)							
Shares Of Common Stock (par Value	07/29/2015	S	53,837	D	\$ 339.875 (7)	<u>1,246,930.28</u> (1)	D
\$0.01 Per Share)							
Shares Of Common Stock (par Value	07/29/2015	M	7,565	A	\$ 167.76	<u>1,254,495.28</u> (1)	D
\$0.01 Per Share)							
Shares Of Common Stock (par Value	07/29/2015	S	7,565	D	\$ 340.561 (8)	<u>1,246,930.28</u> (1)	D
\$0.01 Per Share)							
Shares Of Common Stock (par Value	07/30/2015	M	23,054	A	\$ 167.76	<u>1,269,984.28</u> (1)	D
\$0.01 Per Share)							
Shares Of Common Stock (par Value	07/30/2015	S	23,054	D	\$ 339.227 (9)	<u>1,246,930.28</u> (1)	D

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\$0.01 Per Share)

Shares Of Common Stock (par Value

07/30/2015

M

12,446

A

\$ 167.76

1,259,376.28
(1)

D

\$0.01 Per Share)

Shares Of Common Stock (par Value

07/30/2015

S

12,446

D

\$
340.087
(10)

1,246,930.28
(1)

D

\$0.01 Per Share)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 167.76	07/28/2015		M	19,324	09/29/2011 01/31/2017	Common Stock 19,324 (11)
Employee Stock Option (Right to Buy)	\$ 167.76	07/28/2015		M	44,186	09/29/2011 01/31/2017	Common Stock 44,186 (11)
Employee Stock Option	\$ 167.76	07/28/2015		M	800	09/29/2011 01/31/2017	Common Stock 800 (11)

(Right to Buy)

Employee Stock

Option	\$ 167.76	07/29/2015	M	19,024	09/29/2011	01/31/2017	Common Stock	19,024 <u>(11)</u>
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Employee Stock

Option	\$ 167.76	07/29/2015	M	9,000	09/29/2011	01/31/2017	Common Stock	9,000 <u>(11)</u>
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Employee Stock

Option	\$ 167.76	07/29/2015	M	29,425	09/29/2011	01/31/2017	Common Stock	29,425 <u>(11)</u>
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Employee Stock

Option	\$ 167.76	07/29/2015	M	53,837	09/29/2011	01/31/2017	Common Stock	53,837 <u>(11)</u>
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Employee Stock

Option	\$ 167.76	07/29/2015	M	7,565	09/29/2011	01/31/2017	Common Stock	7,565 <u>(11)</u>
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Employee Stock

Option	\$ 167.76	07/30/2015	M	23,054	09/29/2011	01/31/2017	Common Stock	23,054 <u>(11)</u>
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Employee Stock

Option	\$ 167.76	07/30/2015	M	12,446	09/29/2011	01/31/2017	Common Stock	12,446 <u>(11)</u>
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINK LAURENCE BLACKROCK, INC. 55 EAST 52ND STREET	X		Chairman and CEO	

NEW YORK, NY 10055

Signatures

/s/ Daniel R. Waltcher as Attorney-in-Fact for Laurence
Fink

07/30/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Includes (i) 10,962 Restricted Stock Units vesting on 1/31/16, (ii) 18,596 Restricted Stock Units vesting in installments on 1/31/16 and 1/31/17, (iii) 11,618 shares of Restricted Stock vesting in installments on 1/31/16, 1/31/17 and 1/31/18, (iv) 32,766 Restricted Stock Units awarded on 1/20/12 that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets, but which may not vest before 1/31/16 and will expire on 1/31/18 to the extent not then vested, (v) 37,472 Restricted Stock Units awarded on 1/18/13 that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets, but which may not vest before 1/31/17 and will expire on 1/31/19 to the extent not then vested and (vi) 24,322 Restricted Stock Units awarded on 1/17/14 that will vest in whole or in part only on the satisfaction of one or more previously-disclosed Common Stock price targets, but which may not vest before 1/31/18 and will expire on 1/31/20 to the extent not then vested. Each Restricted Stock Unit is payable solely by delivery of an equal number of shares of Common Stock.
- (1) This transaction was executed in multiple trades at prices ranging from \$336.00 to \$336.995. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (2) This transaction was executed in multiple trades at prices ranging from \$337.00 to \$337.89. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (3) This transaction was executed in multiple trades at prices ranging from \$336.375 to \$337.37. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (4) This transaction was executed in multiple trades at prices ranging from \$337.38 to \$338.09. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (5) This transaction was executed in multiple trades at prices ranging from \$338.39 to \$339.38. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (6) This transaction was executed in multiple trades at prices ranging from \$339.39 to \$340.375. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (7) This transaction was executed in multiple trades at prices ranging from \$340.39 to \$341.00. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (8) This transaction was executed in multiple trades at prices ranging from \$338.83 to \$339.78. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (9) This transaction was executed in multiple trades at prices ranging from \$339.85 to \$340.47. The price reported represents the weighted average purchase price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.
- (10) Relates to a portion of a long-term incentive plan option award of 364,313 options granted on 1/31/07 with an expiration date of 1/31/17.
- (11)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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